

RECORDATION NO 29920-A FILED

SEP 30 11 -3 15 PM

SURFACE TRANSPORTATION BOARD

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September 30, 2011

Ms Cynthia T Brown
Chief of the Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S W
Washington, D C. 20423

Dear Ms Brown

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment and Assumption Agreement, dated as of September 30, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Memorandum of Lease Agreement being filed with the Board under Recordation Number 29908

The names and addresses of the parties to the enclosed document are

Assignor Trinity Rail Leasing Warehouse Trust
2525 Stemmons Freeway
Dallas, TX 75207

Assignee TLP Rail Trust I
by Wilmington Trust Company, not in its
individual capacity but solely as Trustee
Rodney Square North
1100 North Market Street
Wilmington, DE 19890

Ms Cynthia T Brown
September 30, 2011
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A description of the railroad equipment covered by the enclosed document
is

30 railcars within the series TILX 5551 –5584 and TILX 5651 - TILX 5669
as more particularly set forth in the attachment to the document

A short summary of the document to appear in the index is:

Memorandum of Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$41 00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned

Very truly yours,

Edward M. Luria

EML/bhs
Enclosures

RECORDATION NO. 24920 -A FILED

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

Memorandum of Assignment and Assumption Agreement dated as of October 4, 2011 by and between Trinity Industries Leasing Company, a Delaware corporation (the "Assignor") and TLP Rail Trust I, a Delaware statutory trust (the "Assignee").

WITNESSETH:

The undersigned have entered into that certain Assignment and Assumption Agreement (the "Assignment"), dated as of October 4, 2011, whereby the Assignor has agreed to assign to the Assignee and the Assignee has agreed to accept assignment from the Assignor of that certain railroad car lease as listed on Exhibit A attached hereto.

This Memo may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute the same instrument.

[Memorandum of Assignment and Assumption Agreement]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

TLP RAIL TRUST I

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: [Signature]
Name: Jose L. Paredes
Title: Assistant Vice President

TRINITY INDUSTRIES LEASING COMPANY

By: _____
Name: _____
Title: _____

Executed on this 27th day of September, 2011

Executed on this ____ day of _____, 2011

[Memorandum of Assignment and Assumption Agreement]

STATE OF DELAWARE)
) SS:
COUNTY OF NEW CASTLE)

On this, the 27 day of September 2011, before a Notary Public in and for said County and State, personally appeared Jose L. Parades, who being by me duly sworn, says that (s)he is the Assistant Vice President of TLP Rail Trust I, by Wilmington Trust Company, not in its individual capacity but solely as Trustee, that said instrument was signed on September 27 2011 on behalf of said entity by authority of its management or other governing body, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Patrick A. Kanar

Name:
Notary Public

My Commission Expires:
Residing in _____

PATRICK A. KANAR
Notary Public - State of Delaware
My Comm. Expires April 6, 2012

[Memorandum of Assignment and Assumption Agreement]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

TLP RAIL TRUST I

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: _____

Name:

Title:

**TRINITY INDUSTRIES LEASING
COMPANY**

By: 

Name: Eric Marchetto

Title: Vice President

Executed on this ____ day of _____, 2011

Executed on this 21st day of September, 2011

STATE OF TEXAS)
) SS:
COUNTY OF DALLAS)

On this, the 26th day of September 2011, before a Notary Public in and for said County and State, personally appeared Eric Marchetto, who being by me duly sworn, says that he is the Vice President of Trinity Industries Leasing Company, that said instrument was signed on September 29, 2011 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Mary E. Koftan
Name:
Notary Public

My Commission Expires: March 7, 2013
Residing in Tarrant County



EXHIBIT A

Thirty (30) units as identified on Schedule 1 hereto and leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated as of January 26, 2010 between Trinity Industries Leasing Company and Mudsmith, Ltd.

EXHIBIT B

	<u>Lessee and Rider</u>	<u>Railcars</u>
1	Mudsmith, Ltd., Rider 1	TILX 5551
2	Mudsmith, Ltd., Rider 1	TILX 5565
3	Mudsmith, Ltd., Rider 1	TILX 5566
4	Mudsmith, Ltd., Rider 1	TILX 5569
5	Mudsmith, Ltd., Rider 1	TILX 5573
6	Mudsmith, Ltd., Rider 1	TILX 5575
7	Mudsmith, Ltd., Rider 1	TILX 5576
8	Mudsmith, Ltd., Rider 1	TILX 5577
9	Mudsmith, Ltd., Rider 1	TILX 5578
10	Mudsmith, Ltd., Rider 1	TILX 5579
11	Mudsmith, Ltd., Rider 1	TILX 5580
12	Mudsmith, Ltd., Rider 1	TILX 5581
13	Mudsmith, Ltd., Rider 1	TILX 5582
14	Mudsmith, Ltd., Rider 1	TILX 5584
15	Mudsmith, Ltd., Rider 1	TILX 5651
16	Mudsmith, Ltd., Rider 1	TILX 5652
17	Mudsmith, Ltd., Rider 1	TILX 5653
18	Mudsmith, Ltd., Rider 1	TILX 5654
19	Mudsmith, Ltd., Rider 1	TILX 5655
20	Mudsmith, Ltd., Rider 1	TILX 5657
21	Mudsmith, Ltd., Rider 1	TILX 5658
22	Mudsmith, Ltd., Rider 1	TILX 5659
23	Mudsmith, Ltd., Rider 1	TILX 5660
24	Mudsmith, Ltd., Rider 1	TILX 5662
25	Mudsmith, Ltd., Rider 1	TILX 5663
26	Mudsmith, Ltd., Rider 1	TILX 5664
27	Mudsmith, Ltd., Rider 1	TILX 5665
28	Mudsmith, Ltd., Rider 1	TILX 5667
29	Mudsmith, Ltd., Rider 1	TILX 5668
30	Mudsmith, Ltd., Rider 1	TILX 5669

[Memorandum of Lease Agreement]

Road Numbers

TILX 5551
TILX 5565
TILX 5566
TILX 5569
TILX 5573
TILX 5575
TILX 5576
TILX 5577
TILX 5578
TILX 5579
TILX 5580
TILX 5581
TILX 5582
TILX 5584
TILX 5651
TILX 5652
TILX 5653
TILX 5654
TILX 5655
TILX 5657
TILX 5658
TILX 5659
TILX 5660
TILX 5662
TILX 5663
TILX 5664
TILX 5665
TILX 5667
TILX 5668
TILX 5669

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated

10/4/11

Edward M Luria

Edward M Luria